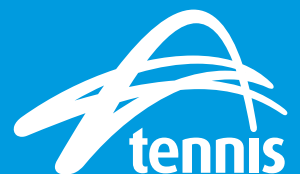


TENNIS NSW LTD.

2016-2017 ANNUAL GENERAL MEETING

28 November 2017





7th November, 2017

Tennis New South Wales
Sydney Olympic Park Tennis Centre
Rod Laver Drive
Sydney Olympic Park NSW 2127
PO Box 6204
Silverwater NSW 1811
P: 1800 15 30 40
F: +612 9763 7655
www.tennis.com.au

Dear Valued Member,

I am writing to you on behalf of the Board of Tennis NSW to invite you to take part in the 2017 Tennis NSW Annual General Meeting (AGM) to be held at Sydney Olympic Park Tennis Centre on the 28th November, 2017 at 7.00 p.m. (sharp).

NOMINATIONS SUB-COMMITTEE

At this year's AGM, there will be six (6) Board Director positions up for election, with five (5) of these positions being contested. Given the unprecedented number of nominations, a sub-committee comprising Directors not up for election was formed to evaluate each of the candidates. This process was thorough and the sub-committee interviewed all of the nominations and evaluated the skills, experience and attributes they could each bring to the Board of Tennis NSW. We are fortunate to have had a very strong pool of candidates, all of whom the sub-committee agreed would be suitable to serve on the Tennis NSW Board and we wish to thank them all for their nominations.

BOARD RECOMMENDATIONS

Further to the interview process, The Board met to consider the recommendations of the sub-committee and to pass a resolution recommending Board nomination to our Members. The Board believes the recommended candidates are the most suitable for the Tennis NSW Board.

In accordance with the Constitution, any proxies assigned to the Chairman will be cast according to these recommendations.

For the two Metropolitan positions, there are four nominations and the Board resolved to recommend **Ryan Henry** and **Ginette Porteous**. For the two Country positions, there are also four nominations and the Board resolved to recommend **Helen Magill** and **Andrew Mitton**. For the one Court Operator position, there are two nominations and the Board resolved to recommend **Chris Woodland**.

All Tennis NSW Board nominees are listed below with the Board recommendations in bold.

Metropolitan	Country	Court Operator	Miscellaneous
Ryan Henry	Andrew Bates	Kim Warwick	Gregory Doyle
Brian Morris	Karen Littlejohn	Chris Woodland	
Ginette Porteous	Helen Magill		
Wayne Swaysland	Andrew Mitton		



BOARD VOTING

Voting for the Board positions will take place at the AGM. If you are unable to attend, your club still has the ability to vote by filling in your proxy form and returning to Tennis NSW by not later than Sunday 26th November, 2017 at 7.00 p.m.

Your vote is critical in determining the composition of your Board and the Constitution by which we are all governed. The AGM provides your club and membership the opportunity to have your say in the work we are undertaking to shape the future success of the sport in NSW.

MAY WE ALSO REMIND OUR MEMBERS THAT THEY MAY CHOOSE TO VOTE FOR THE NOMINATIONS AS THEY SEE FIT AND NOT NECESSARILY VOTE AS PER THE BOARD RECOMMENDATIONS.

CONSTITUTIONAL CHANGE

The Tennis NSW Board will propose one (1) Constitutional change at the AGM. The proposed change is to Clause 15.5. The proposed change is to enable the Tennis NSW Board the ability to expel, suspend or renounce a Member should they, at any time, act in a manner which brings the sport into disrepute, is unbecoming of a Member or is prejudicial to the interests of the Company or the sport of tennis.

ANNUAL REPORT 2016/2017

I am pleased also to present our Members with the 2016/17 Annual Report which provides all of the relevant information in regards to our work and progress in the sport across the year alongside our audited financials for the same period.

The Annual Report is now available online and can be accessed by clicking [here](#)

Once again, we encourage you to have your say in the future of our sport by participating in this process. Either by attending the AGM or completing your proxy form and returning it to Tennis NSW by Sunday 26th November, 2017 at 7.00 p.m.

We look forward to working with you all to create another exceptional year and future for the sport in NSW.

Regards,

Gregory Doyle
President, Tennis NSW

Lawrence Robertson
CEO, Tennis NSW
Tournament Director, Sydney International



NOTICE OF ANNUAL GENERAL MEETING

Annual General Meeting

Notice is hereby given that the 2016-2017 Annual General Meeting (**AGM**) of Tennis New South Wales Limited (**Tennis NSW**) will be held on Tuesday, 28 November 2017. The meeting will be held in Function Room #2 at the Sydney Olympic Park Tennis Centre, Rod Laver Drive, Sydney Olympic Park. The meeting will commence at 7.00 p.m. sharp.

Agenda

Members will find enclosed the Agenda for the meeting.

The Agenda details:

- (i) the business of the meeting;
- (ii) the special resolutions proposed and the supporting rationales;
- (iii) candidates for election plus their statements of support; and
- (iv) the minutes of the 2015-16 Annual General Meeting held on 29 November, 2016.

Special Resolutions

There is one (1) Special Resolution for Members to vote on at the AGM. The resolution, the rationale for the change, and a marked up copy of the Tennis NSW Constitution are included with this Notice. If members have any questions in regards to this proposed changes please contact Melissa Achten at machten@tennis.com.au or (02) 9024 7600.

Annual Report

The production of the Tennis NSW Annual Report is now done in an electronic format. The 2016-17 Annual Report is available at www.tennis.com.au/nsw on the Policies and Guidelines page under the Clubs tab. Members, who wish to do so, may print the report.

The 2016-17 financial statements and report are contained within the Annual Report.



Attendance/Proxy Form

There is an Attendance/Proxy Form enclosed with this Notice. The Attendance/Proxy Form should be used to declare who will attend the AGM on behalf of your organisation. Submission of these forms will allow us to accurately cater for the meeting.

Should your organisation not be able to attend the AGM, then it may appoint a proxy for the meeting. Members are reminded that proxies do not need to be Members of Tennis NSW. Please note that this form needs to be submitted at least 48 hours prior to the AGM.

Therefore, the closing date and time for submission of the Attendance/Proxy Form will be **Sunday, 26 November 2017 at 7.00 p.m.** Completed forms should be emailed to machten@tennis.com.au, faxed to (02) 9763-7655 or mailed to Chief Executive Officer, Tennis NSW, PO Box 6204, Silverwater, NSW, 1811.

A handwritten signature in black ink, appearing to read 'L Robertson'.

Lawrence Robertson
Chief Executive Officer, Tennis NSW
Tournament Director, Sydney International
7 November 2017

Item	Business
1.	<p>Minutes of the 2015-2016 Annual General Meeting</p> <p>Consideration of the minutes of the Annual General Meeting of Tennis NSW held on 29 November, 2016. The minutes of this meeting are attached to this Notice.</p>
2.	<p>2016-2017 Annual Financial Reports</p> <p>Consideration of the financial statements and the reports of the Directors and the Auditor.</p> <p>Note - Given the complex nature of these reports, Members wishing to ask specific questions regarding these reports are asked to provide such questions in writing to allow the correct research to be done on the questions; such questions should be emailed to machten@tennis.com.au by Tuesday, 21 November 2017.</p>
3.	<p>2016-2017 Annual Report</p> <p>Consideration of the Annual Report.</p>
4.	<p>Election of Directors</p> <p>4.1 Miscellaneous (1 to be elected)</p> <p>Gregory Doyle (Chris Woodland – Nepean DTA)</p> <p>4.2 Directors Nominated by Country Members (2 to be elected)</p> <p>Andrew Bates (Bettina Clark – Byron Bay Tennis Club)</p> <p>Karen Littlejohn (John Ferguson – South Wagga Tennis Centre)</p> <p>Helen Magill (Brendon Hunt – Parkes Tennis Club Inc)</p>

Andrew Mitton (Tracey Tullier – Bathurst Carillion City Tennis Club)

4.3 Directors Nominated by Metropolitan Members (2 to be elected)

Ryan Henry (Mark Nissen – Artarmon Community Tennis Club)

Brian Morris (Stan Pedersen – NSW Hardcourt Tennis Association)

Ginette Porteous (Helen Ackerman – Kooroora Tennis Club)

Wayne Swaysland (Dianne Castle – Tennis Macarthur)

4.4 Directors Nominated by Court Operator Members (2 to be elected)

Chris Woodland (Wendy Saville – Life member)

Kim Warwick (Paul Francis – Love’n’ Deuce)

See **Appendix 1** for statements of support for candidates participating in elections where there are more nominations than positions available.

5.

Special Resolutions

5.1 Tennis NSW Constitution

Consideration of the following Special Resolution duly submitted by the Board of Tennis NSW under Clause 10.5(c) of the Tennis NSW Constitution.

1. – THAT clause 15.5 (a) and (b) be amended as per the marked up changes highlighted in yellow in the supplied Tennis NSW Constitution to enable the Tennis NSW Board to expel, suspend or renounce a Member if the Member acts in a manner which brings the sport into disrepute, is unbecoming or is prejudicial to the interests of the Company or the sport of tennis.

Update clause 15.5 (a) and (b), Disciplinary Powers of the Board to state:

(a) *If at any time a Member:*

(i) *wilfully refuses or neglects to comply with the provisions of this Constitution; or*

(ii) *has acted in a manner which in the opinion of the Board:*

(A) *brings the sport of tennis into disrepute;*

(B) is unbecoming of a Member; or

(C) is prejudicial to the interests or image of the Company or the sport of tennis,

the Board will have the power by resolution to suspend, expel, renounce, censure and/or fine the Member.

(b) Any action taken by the Board under clause 15.5(a) is effective only after the Member has been given 21 days notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

The proposed changes are marked up in the Tennis NSW Constitution available at www.tennis.com.au/nsw/clubs/policies-and-guidelines.

Rationale

It is standard practice for the Board / Committee of a member-based sporting organisation to have the power within its constitution to discipline and/or expel a Member. Indeed, such a power is also commonplace for member-based organisations in other industries outside of sport.

The model constitution for NSW tennis clubs & tennis associations that was endorsed by Tennis NSW for use and adoption by its members contains a clause which enables the Committee to suspend or expel a Member in particular circumstances. It follows that club committees which have adopted the Tennis NSW template club constitution are entitled to take similar action to that which is proposed by virtue of the amended clause above.

The purpose of this special resolution is to clarify when, and under what circumstances, the Tennis NSW Board has the power to discipline or expel a member pursuant to the Tennis NSW Constitution. It is contended that such changes to the Tennis NSW Constitution are necessary for the proper and smooth functioning of the organisation generally.

The clause itself is largely consistent with other comparable disciplinary and/or expulsion clauses. In essence, the changes (if passed) will enable the Tennis NSW Board to discipline or expel a Member if that Member breaches the TNSW Constitution or behaves in a way that:

- (i) brings the sport into disrepute,
- (ii) is unbecoming of a Member or
- (iii) is prejudicial to the interests of the Company or the sport of tennis.

	Notwithstanding the above, the relevant Member must be given notice of any proposed disciplinary action and must also be given an opportunity to be heard on the matter before such disciplinary action is taken by the Tennis NSW Board.
6.	NSW Tennis Strategic Update
7.	General Business
8.	Close & Networking Opportunity between Tennis NSW and Members



APPENDIX 1

Letter of Support :

Andrew Bates

13/10/2017

Tennis NSW
PO BOX 6204, Silverwater, NSW,1811

Andrew Bates
7 Libby Lane
Lennox Head,
NSW, 2478

Dear Sir Madam,

I write this letter with reference to the application for the position of elected Director on the Board for Tennis NSW.

Tennis has long been a passion of mine and commenced playing at the age of 6 and have been involved in the sport for more than 35 years. I grew up in Northern Suburbs playing tournaments extensively both in Sydney, Country NSW and Australian wide. This led me to a career on the professional tennis circuit for more than 9 years playing tennis internationally. Since then I have run multiple centre's and am now a director of 3 different facilities two based in Sydney and one in country, NSW.

Throughout my life, I have always focused on doing my best, whether it was playing on the professional circuit, coaching or running the various tennis centres or any other skills I have learnt. I'm humbled at the opportunity, the friends and the life tennis has given me and being part of a larger picture would give me that opportunity to give back to a sport that has given so much to me.

I have had significant experience in corporate governance being the director of my own companies for more than 20 years developing strategy, liaising with local government and school administrators, marketed these businesses, through traditional and digital means and delivered strong financial performance and sustainable profits whilst mitigating business risks and challenges on a day to day basis. Therefore I am accustomed to working in an environment fulfilling the director requirements, listening to the views of others and challenging the direction of those views to ensure the outcomes are in the best interest of the business and in my case Tennis.

I believe I will make a difference if elected to the board of directors because of my passion for Tennis, diversity of background, international tennis experience and strength of business acumen. I would bring these attributes to the board to steer and challenge decisions and to focus on building an already thriving sport by focusing on the needs of the participants to build a sustainable sport long into the future.

Yours sincerely

Andrew Bates

Andrew Bates



Letter of Support :

[Karen Littlejohn](#)

Thank you for the opportunity to nominate for the Country board member role of Tennis NSW.

I have a great passion for tennis, having three children actively taking part in Junior development series through to junior tournaments and Australian Money ranked tournaments over the last ten years.

I nominate for this role, as I am passionate about tennis and I feel I can contribute to raise the profile of tennis in NSW. I understand the issues faced by tennis families, and have developed strong relationships with coaches, players and parents, not only throughout South West NSW, but the greater tennis community. I have a detailed understanding of grassroots tennis, tournaments and competition environments.

I have served as South West Secretary 2014-2017. I was also a member of the South West Regional committee, and a member of the organisational committee for the Riverina Open and Riverina Junior Open from 2014-2016.

I have a Diploma of business management and I am currently studying my MBA and will graduate in early 2018. I am a member of the Australian Institute of Company Directors, a member of Women on Boards and a member of Women in Business Wagga Wagga.

I am an experienced board member, and have experience in board structure, business administration, marketing and event management.

I am a current board member for the Foundation for breast cancer care, a non for profit organisation, a role I have held since 2014. I am involved in policy development, developing strategy and responsible for marketing, fund raising and event management. I have organised large events for the Royal Australasian College of Surgeons and the Foundation for Breast Cancer Care. I am a director of a family mixed cattle/sheep and grain agricultural company, and a director of the Wagga Wagga Specialist Medical centre. I have knowledge and experience on contract negotiations and book keeping. I am the current secretary of the South Wagga Tennis Club.

I have experience in data management and research, working with the Royal Australasian College of Surgeons, Rural Craft group and BreastSurgAnz.

Thank you.

Karen Littlejohn

0427295247

karen@littlejohns.com.au



Letter of Support :

Helen Magill

40 years ago I picked up a racquet with friends and instantly loved the sport of tennis. I decided to try coaching and 35 years on continue to love what I do. I expanded into roles of Tournament Director, President, Publicity Officer and working with Local Govt to build 'my' sport locally. I added Referee to my skills set along with Central West Regional affairs some 25 years ago and from there I decided we needed more promotion throughout the Region so I built a strong rapport with ABC Radio and Regional Media platforms to ensure tennis is in focus at every opportunity.

I am constantly in the coalface of the tennis landscape in regional areas through schools, grassroots programs, competitions and tournaments, and coaching and most importantly I'm prepared to listen. There are transitioning generations involved in our game along with a revolving door of families who come into our sport but sadly leave shortly after and we need people who understand what drives these diverse groups. I want to lead, motivate and offer everyone the opportunity to play and enjoy our great game for a lifetime, not just a minute.

I think that, for my success, it has been a lifelong journey of learning, and I have always fine-tuned my performance and given supreme effort at whatever I have chosen to do. I've also surrounded myself with talented people who can continue to help me develop personally and professionally.

I am passionate about building the sport of tennis to be at the top echelon in NSW and I understand that serving on the Board of TennisNSW would not only be a huge privilege but would need my commitment of time, energy and attention focused on assisting this organisation that is putting its faith in my leadership and influencing qualities as a member of its governing body. I'm prepared to ask the hard questions and expecting answers and listen to others describe problems and work through solutions. If successful I am prepared to be an active and enthusiastic servant leader in this role and I would be honoured if TennisNSW see fit to accept my Board of Director nomination.

Kind regards

Helen Magill



Letter of Support :

[Andrew Mitton](#)

ANDREW MITTON

Statement of Support Re: Director Nomination (Country)

Below is a detailed list of my qualifications and tennis background

- Bachelor of Social Science- (Recreation – Physical Education)- Charles Sturt University
- Diploma in Education- Charles Sturt University
- Tennis NSW Board member 2011 – present
- Tennis Country Executive Committee 2008 - 2014
- Central West Tennis Country Director 2006 - 2014
- Coach / Manager of Boys NSW Foundation Cup 2009 to 2013
- Qualified TA Tennis Coach 1995- Present
- Tennis NSW Country Advisor for State Selections
- PD/H/PE teacher, Oberon High School (1998 – Present)
- Leasee Bathurst Tennis Centre (2008 – Present)
- Western School Sport Boys Tennis Convenor (1999 – 2006)
- Western School Sport Girls Tennis Convenor (2000 – 2006)
- NSW CHS Tennis Convenor (2012 – Present)
- Tennis NSW Jim O'Neill Award for Commitment to Tennis
- Central West Treasurer 2017 –



Letter of Support :

Ryan Henry

Nominee Statement - Metro Tennis Environment – Ryan Henry

Reasons for nominating

Through my experience as a former professional player, Master Club Professional Coach and business operator in NSW I have developed a deep understanding of the opportunities and challenges with tennis in NSW as well as a passion for implementing ideas that can help grow the game.

Playing background

Achievements:

- Winner of 14/U, 16/U, 18/U National Singles Titles
- World No.1 18/U Doubles and world No.16 18/U singles
- ATP world ranking singles: 424 | ATP Doubles: 271
- Competing in the Australian Open Men's singles and doubles main draw at the age of 18yrs
- Wins over players such as Thomas Berdych, Robin Soderling and Jo-Wilfred Tsonga

Business Experience

In 2011, Luke Bourgeois and I started the Voyager Tennis Academy which employs more than 25 people across 6 venues in Sydney:

- 2011 Barker College Tennis Courts (court hire agreement)
- 2012 Sydney Olympic Park Tennis Centre (daytime academy program delivery)
- 2012 Next Generation Club, Ryde (coaching rights)
- 2013 Warringah Recreation Centre, North manly (full site management)
- 2014 St Joseph's College, Hunters Hill (coaching provider)
- 2017 Pennant Hills Park Tennis Centre, Pennant Hills (coaching rights)

Skills and experience sought by the Board

Below are some of the skills and experiences that I can bring to the Tennis NSW Board:

- Experience in working with Local Councils and other parties in negotiating tenure arrangements and working through venue management models. I understand this is a key issue in the future sustainability of tennis in metro Sydney as well as country NSW.
- A deep understanding of grassroots tennis, the tournaments and competition environment in Sydney
- Success in running a commercial tennis operation
- Connections with many of Sydney's Tennis Operators and the ability to help implement ideas



Personal Qualities that would be of benefit to the Board

I believe I bring many positive personal qualities to the board including a genuine interest in growing the game, honesty, integrity, high level interpersonal and communication skills and good business instincts.



Letter of Support :

[Brian Morris](#)

I have a Masters Degree in Management at Macquarie University, am a Graduate Pacific Rim Bankers Program University of Washington Seattle USA and a Fellow of the Financial Services Institute of Australasia.

During 35 plus years in Banking, Finance and Transport, 20 years at senior executive level, I have developed skills and acumen in corporate strategy; financial and

business services; corporate governance; credit and risk management; sales and

marketing. I have enjoyed working with owners of small and medium enterprises as well as large local and international private and public companies.

Since 1999 I have been involved with the Southern Districts Tennis Association based in Campbelltown NSW (now Tennis Macarthur) serving as President of the Junior

Branch for nine years and as delegate to the Senior Branch, Councilor and the last three years as Treasurer. In 2014 together with our Executive I facilitated the development of the Association's Strategic Plan.

At the NSW Hardcourt Tennis Association's 2016 AGM I was invited to develop its Strategic Plan and that Plan has since been completed and agreed to. We are now in the implementation phase, prioritising actions and responsibilities.

Having facilitated the Strategic Planning processes at Tennis Macarthur and

Hardcourt I feel I have developed a strong sense of the issues facing Tennis in NSW and more particularly Sydney. None more important than fostering tennis at grass

root level, getting more people to play and having more places to play that are convenient and easily accessible.

Personally I believe Tennis is truly a sport we can enjoy all our lives having started playing as a seven year old in Toowoomba hitting a ball against the Club house wall while my mother played ladies mid week. At 62 I still play socially and competitively at my own level and enjoy the friendships and health benefits that entails.

In the circumstances I hope you will agree and accept that my tennis experience and collective business skills will best allow me to contribute most effectively as a

Director of Tennis NSW for the benefit of our sport and community in NSW.



Letter of Support :

Ginette Porteous

It has been an honour to serve on the Tennis NSW board these past four years.

I am passionate about growing tennis in NSW and bring to the board a strong and successful commercial background combined with a lifetime of tennis involvement.

By background, I am a finance professional with over 25 years of international experience in investment management, infrastructure finance and risk. I have served on numerous industry and organisational boards and committees and been responsible for establishing and managing numerous profitable start-up businesses. I am a Graduate of the Australian Institute of Company Directors and hold a Bachelor of Economics and Master of Commerce degree.

However, tennis is my passion. I have played all my life, both recreationally and competitively, and worked as a coach, court supervisor, tournament director, club president and committee member. I have founded a new tennis club and visited tennis clubs and facilities throughout the country.

During my time with Tennis NSW, our achievements include:

- Improving the long-term financial sustainability of Tennis NSW through cost containment and prudent investment management;
- Increasing registered players by an average 10% pa, enabling us to have a greater voice with councils and government;
- Investing in schools' tennis to build linkages into the local community;
- Designing and commencing implementation of a long-term blueprint to significantly grow competition tennis for players of all standards to increase local club/facility participation; and
- Building a commercial indoor court facility.

Going forward, my key focus areas are:

- Working with councils to ensure a better understanding of the needs of tennis. Through more favourable lease terms for clubs, associations and operators, we can promote and enable investment to maintain and improve our facilities;
- Ensuring the roll-out of a successful competition structure throughout NSW. This will require a considerable investment of time, effort and personnel in planning and execution; and
- Building stronger relationships with all our members: improving product and service delivery and together growing the number of people playing tennis.

I would like to continue to make a positive contribution to tennis in NSW and ask for your support to enable me to do this.

Letter of Support :

Wayne Swaysland

Wayne Robert Swaysland

ADDRESS: 114/71 Victoria St
Potts Points NSW 2011

TELEPHONE: **Mobile** 0406 725 330

EMAIL: sways69@hotmail.com

DATE OF BIRTH: January 31, 1959

MARITAL STATUS: Married



Tennis has been my passion for nearly fifty years.

Being a keen spectator, competitor and coach all these years has enriched my life and now I would be delighted to have the opportunity to contribute to the development of the sport in NSW.

I believe my tennis experience and knowledge of the tennis landscape, both locally and overseas, combined with my business skills would enable me to make a worthwhile contribution to Tennis NSW at board level.

Business Summary

July 2015 - present

Director, Strategic Partnerships - Orbit World Travel

The primary purpose of this (part-time) role is to create shareholder value by developing key partner and supplier relationships and oversee critical aspects of the integration of the Australian and New Zealand businesses and building our AsPac and Global networks.

Nov 2011 – June 2015

General Manager - World Travel Professionals

Provide management direction, advice and support to Finance, Sales, Client Services, Operations and Technology departments to achieve company goals.

Oversaw the acquisition and implementation of businesses in Perth and Melbourne markets.

We were recognised as Australia's best Multi-Location Travel company at the National Travel Industry Awards in July 2015.

Worked with the owners to establish a succession plan and finalise a commercial partnership with New Zealand-based Orbit Travel Group.

March 2010 – June 2011

Chief Executive Officer - Travelforce

As CEO responsible for the direction and success of all areas of the business as well as the personal development of team members. Served on family company board.

During my tenure we established sales offices nationally and in New Zealand, introduced a new reward and recognition programme and developed strategic partnerships with online travel providers, an innovation unique at the time to the Australian market.

Played key role, in conjunction with the owners, in the sale of the business to US interests in June 2011.



Tennis Summary

Playing

- State ranked Top 5 in every age group from u/13 to u/19
- As an open player won more than 25 titles in NSW country and metropolitan tournaments
- Blackwell Cup debut aged 17 years and played for 25 consecutive years
- Played for many years in both Hardcourt and Badge competitions
- Still active in both open and senior tournaments in Australia and internationally

Coaching/Managing

- Level 2 qualified since 1981
- Managed successful NSW junior teams in the 1980's.
- Currently coach adults and juniors on a part-time basis at the Sydney Cricket Ground.



Letter of Support :

[Kim Warwick](#)

Nominee Statement

Kim Warwick

As a professional, coach, and business owner for a total of 50 years I have the skills and knowledge to help NSW tennis progress in the 21st century. I want to use my experience to support local businesses that will help breed the next generation of Australian talent.

I grew up in Sydney during an era which produced more talent than the world had ever seen. Being part of this journey, I know the pathway required to bring it back and create another golden age of tennis for NSW.

We need to build a bridge between all stakeholders so that better cooperation can help us thrive. A streamlined structure is needed to develop talent in a way that is sustainable for the businesses that created these players. Every area is different and it is not enough to simply copy other successful nations. We need to understand the core mechanics of why they achieve results and then adapt that to our unique conditions.

I will focus on restoring and streamlining the fragmented competition landscape, providing support for the local businesses and associations so that they are better able to cooperate with Tennis NSW, and having a clear development pathway for all players.

I will be a voice for the players, the coaches, the businesses and the volunteers as I have been them all, and I understand their different needs. We are a wealthy state, and we have all the resources necessary to create a win I win situation for everyone involved. Let's use our resources to rebuild tennis to heights it hasn't seen in 50 years.

AGM Attendance/Proxy Form



GET
COURT
UP

**Tennis New South Wales Ltd.
Annual General Meeting
28th November, 2017**

Club/Association/Court Operator _____

Please tick one box.

- ☐ We appoint _____ to vote and act on our behalf at the Annual General Meeting of members of the Company to be held on 28 November 2017 and any other day to which that general meeting is adjourned or postponed.
- ☐ We cannot attend the meeting and so appoint the Chairperson of the Annual General Meeting as our proxy to vote and act on our behalf at the general meeting of members of the Company to be held on 28 November 2017 and any other day to which that general meeting is adjourned or postponed. *
- ☐ We cannot attend the Tennis NSW AGM and we assign our proxy to:
_____ of _____ *

*** Note: There are elections to be conducted at this Annual General Meeting, as well as a Special Resolution to be resolved. We recommend that Members direct their proxy on how to vote. To do so, please complete this form and the attached proxy form and return to Tennis NSW by no later than 7.00pm on Sunday 26th November, 2017.**

Name

Position

Signature

Date

Signature of Member [note if the Member is a company, the proxy form should be signed in accordance with the Member's constitution and with the *Corporations Act 2001 (Cth)*.]

AGM Attendance/Proxy Form



Club/Association/Court Operator _____

We direct our proxy to vote as indicated below.

ELECTION	
Director– Metropolitan (two names only)	Please tick the box of the <u>two</u> preferred candidates for the position. <input type="checkbox"/> Ryan Henry <input type="checkbox"/> Brian Morris <input type="checkbox"/> Ginette Porteous
Director– Country (two names only)	Please tick the box of the <u>two</u> preferred candidates for the position. <input type="checkbox"/> Andrew Bates <input type="checkbox"/> Karen Littlejohn <input type="checkbox"/> Helen Magill <input type="checkbox"/> Andrew Mitton
Director – Court Operator (one name only)	Please tick the box of the <u>one</u> preferred candidates for the position. <input type="checkbox"/> Kim Warwick <input type="checkbox"/> Chris Woodland

***Please note if there are 2 positions available 2 boxes MUST be ticked for the vote to be valid**

Special Resolution (Tick one column only)

Special Resolutions		For		Against	Abstain	Board's recommendation
5.1	Constitution change to enable the Board to expel, suspend or renounce a Member should they, at any time, act in a manner which brings the sport into disrepute, is unbecoming of a Member or is prejudicial to the interests of the Company or the sport of Tennis					Board supports

Return to Tennis NSW by no later than 7.00 p.m. on Sunday, 26th November 2017.

Mail: P.O. Box 6204, Silverwater NSW 1811 or Email: machten@tennis.com.au



Meeting: Annual General Meeting – Tennis New South Wales Ltd.

Date & Time: Tuesday, 29 November 2016 at 7.00pm

Venue: Sydney Olympic Park Tennis Centre

Attendance

Board of Tennis NSW	Life Members	
G Doyle (President)	B Armstrong	
W Pascoe (Vice President)	H Beck	
W Saville	M Bergmann	
G Sanford	C Langsford	
J Sweeney	M Parslow	
T Vonhoff	W Saville	
G Porteous	J Whittaker OAM	
C Woodland	P Wigney	
A MacDonald (CEO)		
Apologies	Name	Member
S Healy	A Mitton	Bathurst Carillion City Tennis Club Inc
S Pedersen	Y Tucker	Blacktown Tennis Inc
	M Nicholson	Chatswood Tennis Club Inc
	R Beer	Eastern Suburbs Tennis Association
	R Eldridge	Gosford & District Tennis Association
	T Sanford	Hills District Tennis Association
	M Donnelly	Hornsby Kuring-Gai District Tennis Association
	B Thomas	Kiama and Shellharbour District Tennis Association
	J Birkett	Illawarra Suburbs Lawn Tennis Association
	C Withell	Manly Lawn Tennis Club
	C Woodland	Nepean District Tennis Association
	E Gordon	Newcastle & District Tennis Association Inc & Raymond Terrace & District Tennis Club
	T Stewart	Northern Suburbs Tennis Association
	D Campbell	Parramatta City Tennis Inc.
	J Ireland	Royal Sydney Golf Club
	A Maple	Ryde Balmain Tennis
	M Jackson	Southern Districts Tennis Association
	A Roberts	Western Sydney Lawn

Proxies

Chairman	Ballina Tennis Club Inc	Goonellabah Tennis Club	Grafton City Tennis Club
Hillsborough & District Tennis Club	Jensen's Tennis Centre	Lake Macquarie Tennis Centre	Lismore & District Tennis Association
Longueville Tennis Club	Nabiac Tennis Association Inc	Orange Ex-Services Tennis Club	South Wagga Tennis Club
Trumper Park Tennis Centre	Sydney Maccabi Tennis Club		
Ellen Gordon	Howe Park Tennis Club	Lismore Tennis Club	
Ginette Porteous	Kooroorra Tennis Club		
Terry Stewart	Love'n Deuce		

Other Attendees

Observers	M Jaggard-Lai	G Lai	J Barley
J Ireland	C Ward (Auditor)	D Sales	T Woods
Staff	M Achten	N Abercrombie	M Starr
T Robertson	A Renfrey	E O'Neill	A D'Agata
M Howe	M Bowrey	C Fadl	D Scivetti

Item	Discussion
	<p>Welcome</p> <p>The Chairman called the meeting to order at 7:11pm. He welcomed all in attendance, including Tennis NSW Life Members and company auditor Nexia Court, to the 2015-2016 Annual General Meeting of Tennis New South Wales ("Tennis NSW").</p> <p>The Chairman declared there was a quorum.</p> <p>A short video presentation was aired on the FAST4 Tennis event held in January 2016.</p>
1.	<p>1.1 Minutes of the 2014-2015 Annual General Meeting</p> <p>The Chairman referred the meeting to the minutes of the 2014-2015 Annual General Meeting held on 20 October 2015 and sought corrections and amendments.</p> <p>RESOLVED that the minutes of the Annual General Meeting held on 20 October 2015 be adopted as a true and accurate record.</p> <p>MOVED: Mr Campbell SECONDED: Mr Donnelly CARRIED</p>
2.	<p>2015-2016 Annual Financial Reports</p> <p>2.1 The Chairman invited the CEO to present the Financial Report for 2015-2016.</p> <p>The CEO updated the members on Tennis NSW's financial sustainability plan and progress leading towards 2018.</p> <p>The CEO outlined a 2015-2016 deficit after non-cash items but before investments of (\$692,993). The overall surplus for the year was \$731,904 which was due to higher than expected return from the Grassroots Fund.</p> <p>2.2.1 The CEO provided the membership with the highlights from the 2014-2015 financial report. Key points are listed below:</p>

	<ul style="list-style-type: none"> • The Company's net result for the year ended 30 June 2016 was a surplus of \$731,904 (2015: \$394,136). This includes investment income. • After including unrealised gains on investments, the total comprehensive income of the Company was \$243,859 (2015: \$1,243,728). • Nexia issued an "unmodified Audit opinion" (i.e. a clean audit opinion). <p>2.2.2 The CEO then provided the meeting with an update on the Grassroots and Facility Reserve Fund (GFRF). Key points are listed below:</p> <ul style="list-style-type: none"> • Over the period leading up to 2013, our investments had been declining • The Board decided to establish the GFRF in June 2013 with initial assets valued at \$15,000,000 • The fund is now providing improved income to the operations of the organisation as well as appreciating • At the end of the 2015-2016 financial year the GFRF had appreciated to \$17,443,735 • The fund achieved a return of 3.4% in the 2015/2016 financial year. <p>RESOLVED that the 2015-2016 Annual Financial Reports of Tennis NSW be received.</p> <p>MOVED: Mr Beck SECONDED: Mr Campbell CARRIED</p> <p>2.3 The members were advised that TNSW will be continuing with the services of Nexia Court as the Company Auditors for the 2016-2017 financial year.</p>
<p>3.</p>	<p>2015-2016 Annual Report</p> <p>3.1 The Chairman noted the highlights for the 2015-2016 year:</p> <ul style="list-style-type: none"> • Third year in a row of over 100,000 registered players in NSW. Over 200,000 Hot Shots players registered nationally. • We have worked on balancing our tournaments and competitions calendar over the 2017 calendar year. • Over \$6m of local community infrastructure projects, over 25 live projects and 20 pending projects in NSW. • Continued Improved financial position • Sold out Fast4 event and improvements to the AIS <p>He also noted that the Annual Report is available online at www.tennis.com.au/nsw</p> <p>RESOLVED that the 2015-2016 Annual Report of Tennis NSW be adopted.</p>

	<p>MOVED: Mr Parslow</p> <p>SECONDED: Mr Wigney</p> <p>CARRIED</p>
4.	<p>Election of Directors</p> <p>4.1 Vice President (1 to be elected)</p> <p>4.1.1 The Chairman appointed Clare Ward from Nexia Court as a scrutineer for the elections. He then asked the meeting to nominate a Life Member, present at the meeting, as the second scrutineer. Mr Parslow was nominated and accepted the position.</p> <p>4.1.2 Mr Doyle advised there had been two nomination for the one Vice President position:</p> <ul style="list-style-type: none"> • Michelle Jaggard-Lai; and • Wayne Pascoe. <p>4.1.3 Mr Doyle invited both nominees to address the meeting prior to the vote being undertaken.</p> <p>4.1.4 The Chairman advised the members that as Chairman he had received 13 proxies from members for a total of 16,234 votes with 2,877 of these votes being undirected. The Chairman advised that the Board had directed him to vote with his undirected proxies as follows:</p> <ol style="list-style-type: none"> 1. Wayne Pascoe <p>4.1.5 The Chairman asked delegates to finalise their votes for the Vice President Position and those ballot papers were provided to the scrutineers.</p> <p>4.1.6 Following advice from the scrutineers, the Chairman declared Wayne Pascoe elected as the Vice President.</p> <p>RESOLVED that the ballot papers be destroyed.</p> <p>MOVED: Ms Gordon</p> <p>SECONDED: Ms Tucker</p> <p>CARRIED</p>

	<p>4.2 Country Director (1 to be elected)</p> <p>4.2.1 The Chairman indicated there was only one nominations for the Directors nominated by Country and he declared Wendy Saville elected as Country Directors unopposed.</p>
<p>5.</p>	<p>Special Resolution</p> <p>The Chairman drew the meeting’s attention to the four Special Resolutions, which were on the agenda paper. He reminded the meeting that to pass a Special Resolution to change the Constitution an affirmative vote of 75% of the votes cast is required.</p> <p>5.1 Tennis NSW Constitution</p> <p>Consideration of the following Special Resolutions duly submitted by the Board of Tennis NSW under Clause 10.5(c) of the Tennis NSW Constitution.</p> <p>1. – THAT Voting Rights be changed to be calculated on 30 June rather than the date of notice of the general meeting. Update clause 12.2 (a), Voting Rights to state:</p> <p><i>“each Member (other than an Honorary Life Member) has that number of votes as is equal to the number of Registered Tennis Players who were registered with the Company by the relevant Member as at the 30 June falling within the 12 months preceding the date of the general meeting (as recorded in the Register)”</i></p> <p>2. - THAT the time period to nominate Directors be lengthened by extending the period between nominations being received and the Notice of AGM being issued (to ensure a thorough review of nominations by the Remuneration and Nomination Committee can take place). Update clause 14.5 to state:</p> <p><i>Subject to the Corporations Act 2001 (Cth) and this Constitution, a person will be eligible for nomination as an Elected Director provided that a written nomination signed by two Members, together with the person's consent in writing to their appointment, is received by the Secretary at least 45 days prior to the date fixed for the holding of the annual general meeting.</i></p> <p>3.- THAT the Chair be appointed by the Board and replace the current member elected President and Vice President with 2 additional directors nominated by any affiliated club, association or court operator. Update clauses 2.1, 11.4, 14.1, 14.2, 14.3, 14.4, 14.5 & 16.9 as outlined in blue in the supplied Tennis NSW constitution</p>

	<p>4. – THAT the term of office for all Directors be changed from 2 years to 3 years and that the transition provisions of the Tennis NSW Constitution be amended to ensure a balanced rotation of Elected Directors.</p> <p>Amend clauses 14.3 & 14.6 as outlined in grey in the supplied Tennis NSW Constitution.</p> <p>The Chairman provided the Members with the opportunity to ask questions prior to the votes being undertaken.</p> <p>5.1.1 The Chairman asked delegates to finalise their votes for the four proposed changes and those ballot papers were provided to the scrutineers.</p> <p>5.1.2 Following advice from the scrutineers, the Chairman declared that all four proposed changes had been passed and RESOLVED that the Constitution incorporating the agreed changes, and signed by the Chairman for the purpose of identification, be approved and adopted as the Constitution of the Company (TNSW Ltd).</p>	
6.	<p>Mr Doyle stepped down as Chair and passed to Mr Pascoe</p> <p>Life Membership</p> <p>6.1 In accordance with Clause 6.7 of the Tennis NSW Constitution, the Board has great pleasure in nominating Gregory Doyle for Honorary Life Membership of Tennis NSW for the over 20 years of service Mr. Doyle had provided to Tennis in NSW.</p> <p>MOVED: Mr. Whittaker</p> <p>SECONDED: Mr. Beck</p> <p>CARRIED</p> <p>RESOLVED that Mr. Gregory Doyle be granted Life Membership of Tennis NSW</p>	
7.	<p>General Business</p> <p>7.1 Ms Tucker queried the need for indoor courts within Sydney. Mr MacDonald advised that the building of 2 indoor courts at SOPTC would be valuable to Tennis NSW and all Tennis stakeholders over the coming years due to their usage for practice at the Sydney International as well as day to day use for Tennis World and the National Academy.</p>	

	<p>7.2 Mr Stewart queried how the make up of the Tennis Australia Board worked. The CEO took that question on notice and would provide to Tennis Australia to respond.</p> <p>7.3 Mr MacDonald provided the Members with an update on the work undertaken in regards to the Royal Commission.</p> <p>Mr MacDonald outlined the case which Tennis NSW had been part of and the steps which Tennis NSW had already undertaken following the Royal Commission.</p> <p>He advised that Tennis NSW would be continuing to work on ensuring our sport is a child safe environment and meeting the best practice guidelines for child protection.</p>
8.	<p>Close</p> <p>The Chairman thanked the members for their attendance this evening. He closed the meeting at 9:05pm.</p>

Chairman

Date

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Region	Name	30 June 2017
Metropolitan Region	A Tennis Adventure	45
Metropolitan Region	AbbTen	41
South East Region	Ace Tennis and Leisure	483
Northumberland Region	Adamstown Rosebud Tennis Club	26
South East Region	Albion Park Tennis Club	
South West Region	Albury Tennis Association	168
Metropolitan Region	Alcoomie Tennis Court	
Metropolitan Region	Allambie Heights Community Tennis Club	329
North East Region	Alstonville Tennis Club	172
North West Region	Armidale Tennis Club	166
Metropolitan Region	Artarmon Community Tennis	11,591
Metropolitan Region	Artarmon District Tennis Club	38
Metropolitan Region	Ashford	
Northumberland Region	Avoca Beach Tennis Club Inc	351
Metropolitan Region	Balgowlah Tennis Club	35
North East Region	Ballina Tennis Club Inc	302
South West Region	Balranald Lawn Tennis Club	42
North East Region	Bangalow Tennis Club Inc.	81
Metropolitan Region	Bankstown Sports Tennis Club	98
Northumberland Region	Bar Beach Tennis Club Incorporated	173
Metropolitan Region	Bareena Park Tennis Club Inc	194
South West Region	Barellan & District War Memorial Tennis Club	55
South East Region	Bargo Yanderra Tennis Club	17
North West Region	Barraba Town & District Tennis Club	58
Northumberland Region	Bateau Bay Tennis Centre	83
South East Region	Batemans Bay Tennis Club	200
Central West Region	Bathurst Carillon City Tennis Club Inc.	402
Central West Region	Bathurst Tennis Centre	
Metropolitan Region	Bayview Tennis Club	161
Metropolitan Region	Beecroft Lawn Tennis Club	172
South East Region	Bega Tennis Club Inc.	135
North East Region	Bellingen Park Tennis Club	186
Metropolitan Region	Belrose Tennis Club Inc.	76
Metropolitan Region	Berala-Carramar Hardcourt Tennis Association	265
South East Region	Berridale Tennis Club	30
South East Region	Berry Tennis Club	72
North West Region	Bingara Sporting Tennis Club	
North East Region	Blackhead Tennis Club	40
Central West Region	Blackheath Tennis Club Inc.	34
Metropolitan Region	Blacktown Tennis Inc	167
Central West Region	Blayney District Tennis Club	86
Central West Region	Blayney Junior Tennis Club	
South East Region	Blowhole Tennis Club	
Central West Region	Blue Mountains Tennis Association	9
Metropolitan Region	Bluegum - Private Court	27

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South East Region	Bodalla Tennis Club Inc	20
Northumberland Region	Bolton Point Tennis Club	59
Northumberland Region	Bolwarra & District Tennis Club	14
South East Region	Bombala Tennis Club	43
Metropolitan Region	Boronia Tennis Court	
South East Region	Bowral Tennis Club Inc	236
South East Region	Braidwood Tennis Club Inc	37
Northumberland Region	Branxton District Tennis Club	
Metropolitan Region	Brenan Park Tennis Centre	23
Central West Region	Broken Hill Tennis Association	105
South East Region	Broulee Tennis Social Club Inc.	31
North East Region	Brunswick Heads Tennis Club Inc	58
North East Region	Brushgrove Tennis Club	18
North East Region	Bulahdelah Tennis Club Inc	47
South East Region	Bulli & Districts Tennis Association	246
South East Region	Bundanoon Tennis Club	113
South East Region	Bungendore Park Tennis Club	202
South West Region	Burrandana Tennis Club	
South East Region	Burrawang Tennis Club	38
Metropolitan Region	BWR Tennis	75
North East Region	Byabarra Tennis Club	36
Northumberland Region	Cagney Tennis Academy	
South East Region	Camden District Tennis Association	210
Metropolitan Region	Cammeray Tennis Club	61
South East Region	Candelo Tennis Club	32
Metropolitan Region	Canterbury-Bankstown Tennis Association	637
Metropolitan Region	Careel Bay Tennis Club	160
North East Region	Casino Town Tennis Club Inc	98
Metropolitan Region	Castlecrag Sports Club Inc	189
Northumberland Region	Caves Beach Tennis Club Inc	269
North East Region	Cawongla District Tennis and Recreation Club Inc.	
Northumberland Region	Cessnock Tennis Club	158
Northumberland Region	Charmhaven Tennis Centre	39
Metropolitan Region	Chatswood Tennis Club Ltd	186
Metropolitan Region	Cheltenham Recreation Club	88
North East Region	City Lights Tennis Club	31
South East Region	City of Wollongong Tennis Club	342
Northumberland Region	Clarence Town & District Tennis Club Inc	41
Metropolitan Region	Cleland Tennis Club Inc	41
North East Region	Club Banora	548
Northumberland Region	Club Tennis Central	102
North East Region	Clunes Tennis Club	96
Central West Region	Cobar Tennis Club	44
South East Region	Cobargo Sport & Tennis Club Inc	31
North East Region	Coffs Harbour & District Tennis Association	
North East Region	Coffs Harbour Tennis Club	
Metropolitan Region	Collaroy Tennis Club Inc	121

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South East Region	Colo Vale Tennis Club	8
North East Region	Comboyne Tennis Club	1
South East Region	Complete Tennis Unit Trust	
Metropolitan Region	Coolong Court	
North East Region	Coomba Park Tennis Club Inc.	23
North West Region	Coonabarabran Tennis Club	23
North West Region	Coonamble Wanderers Tennis Club	
Metropolitan Region	Cooper Park Tennis	
South West Region	Cootamundra Town Tennis Club Inc.	54
Central West Region	Cooyal Tennis Club	24
North East Region	Copmanhurst Tennis Club	22
North East Region	Coraki Tennis Club	8
North East Region	Coutts Crossing Tennis Courts	62
Central West Region	Cowra Tennis Club	47
Metropolitan Region	Crestwood Tennis Association Inc.	57
South West Region	Crookwell District Tennis Association	98
Metropolitan Region	Croydon Tennis Centre	35
Central West Region	Cudal Tennis Club	68
North East Region	Cundletown Tennis Club Inc	45
South East Region	Dalmeny Tennis Club Inc.	26
South East Region	Delegate Tennis Club Inc	51
North East Region	Don Dorrigo Tennis Club Inc.	27
South East Region	Douglas Park Tennis Club Inc	34
Central West Region	Dunedoo Tennis Club	59
North East Region	East Lismore Tennis Club	850
Northumberland Region	East Maitland Park Tennis Club Inc.	29
Metropolitan Region	Eastcourts Tennis Club	89
Metropolitan Region	Eastern Suburbs Tennis Association	1,061
Metropolitan Region	Eastwood-Thornleigh District Tennis Association	761
South East Region	Eden Tennis Club	
Central West Region	Eglinton District Tennis Club Inc.	64
North East Region	Eltham Sport & Recreation Committee	1
North East Region	Englands Park Tennis Club Inc	81
Northumberland Region	Erina Tennis Club	86
Metropolitan Region	Ermington United Sports & Recreation Club Inc.	35
South East Region	Eurobodalla District Tennis Association	
North East Region	Evans Head Tennis Club Inc	72
Metropolitan Region	Evolve Tennis Academy	626
South East Region	Exeter Tennis Club Inc	
South West Region	Farrer Tennis Association	232
North East Region	Federal Tennis Club	12
Northumberland Region	Fern Bay Tennis Club	11
Northumberland Region	Fingal Bay Tennis Club	47
Metropolitan Region	Fisher Tennis Centre	
Metropolitan Region	Five Dock Park Tennis Centre	
Central West Region	Forbes & District Tennis Club Inc.	156
Metropolitan Region	Forestville Park Tennis Club	112

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North East Region	Forster Tennis Club	325
Metropolitan Region	Friends of the Australian Tennis Museum	
South East Region	Gerringong Tennis Club Inc.	123
Metropolitan Region	Gian Arpino Tennis	
Central West Region	Gilgandra Park Tennis Club	31
North East Region	Gladstone Tennis Club	17
North West Region	Glen Innes & District Tennis Association	100
Central West Region	Glenbrook Community Tennis Club Inc.	237
Metropolitan Region	Glenwood Tennis	
North East Region	Gloucester District Tennis Association	76
North East Region	Goonellabah Tennis Club	112
Northumberland Region	Gosford & District Tennis Association	1,726
Metropolitan Region	Got Game	
South West Region	Goulburn Railway Tennis Club Inc	28
South West Region	Goulburn Tennis Club Inc	399
North East Region	Grafton & District Tennis Association	
North East Region	Grafton City Tennis Club	87
South East Region	Graham Park Tennis Club	
Metropolitan Region	Grand Slam Tennis	2,337
South West Region	Grandview Tennis Club	88
Central West Region	Grenfell Country Club Tennis Centre	
Northumberland Region	Gresford District Tennis Association	
South West Region	Griffith Tennis Club	142
Central West Region	Gulgong & District Tennis Association	
North West Region	Gunnedah Junior Tennis Club	
North West Region	Gunnedah Tennis Club	218
South West Region	Gunning District Tennis Association Inc.	35
North West Region	Guyra & District Tennis Association	24
Metropolitan Region	Hallam Ave Tennis Club	32
Northumberland Region	Hamilton Park Tennis Club Inc.	
North East Region	Hannam Vale P & C Tennis Club	16
South West Region	Harden Tennis Club	
North East Region	Harrington Tennis Club	7
Metropolitan Region	Hastings Park Tennis Centre	127
North East Region	Hat Head Tennis Club	
Central West Region	Hawkesbury District Tennis Association	12
South West Region	Hay Tennis Club Inc.	213
South East Region	Hill Top Community Tennis Club Inc.	
Northumberland Region	Hillcrest Tennis Club	54
Metropolitan Region	Hillcrest Tennis Courts	13
Metropolitan Region	Hills District Tennis Association	984
Northumberland Region	Hillsborough & District Tennis Club	53
Northumberland Region	Hinton & District Tennis Club Inc	64
South West Region	Hopwood Park Tennis Club	70
Metropolitan Region	Hornsby Kuring-Gai District Tennis Association	1,099
Northumberland Region	Howe Park Tennis Club	218
South West Region	Hume Tennis Club Inc.	

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Metropolitan Region	Hunters Hill Club	4
Metropolitan Region	Hunters Hill Tennis Club	102
South East Region	Huskisson Tennis Club	43
Metropolitan Region	Illawarra Suburbs Lawn Tennis Association	1,580
Metropolitan Region	In Deep Tennis & Fitness	
Metropolitan Region	Ingleburn Tennis Club	45
Metropolitan Region	Inspire Tennis	181
North West Region	Inverell Tennis Club Inc	87
South East Region	Jamberoo Tennis Club Inc.	160
Metropolitan Region	Jensen's Tennis / City Community Tennis	2,718
North East Region	Junction Hill Tennis Club	122
South West Region	Junee Tennis Club Inc.	75
South East Region	Kangaroo Valley Tennis Club	107
Northumberland Region	Karuah & District Tennis Club Inc.	66
Central West Region	Katoomba Tennis Club	47
North East Region	Kempsey Tennis Club Inc	54
North East Region	Kendall Tennis Club	379
South East Region	Kiama & Shellharbour District Tennis Association	801
South East Region	Kiama Tennis Club	375
Metropolitan Region	Kilkare Tennis Club	
North East Region	Killabakh Tennis Club Inc	9
Metropolitan Region	Killara Lawn Tennis Club	120
Metropolitan Region	Kim Warwick Tennis	3,940
Northumberland Region	Kincumber Tennis Club Inc	116
North East Region	Kingscliff Tennis Club Inc.	73
South East Region	Kioloa Bawley Point Tennis Club	46
South West Region	Koorinal Tennis Club Inc.	9
Metropolitan Region	Kooroora Tennis Club	194
North East Region	Krambach Tennis Club	
Northumberland Region	Kurri Kurri Tennis Club	37
North East Region	Kyogle Tennis Club Inc	24
North East Region	Lake Cathie Tennis Club	143
Northumberland Region	Lake Macquarie Tennis Centre	109
Northumberland Region	Lakeside Tennis Group Inc	110
Northumberland Region	Lambton Park Tennis Club Inc	44
Metropolitan Region	Lane Cove Tennis Club Inc.	194
Metropolitan Region	Lane Cove West Tennis Club	37
Central West Region	Lawson Tennis Club	17
Northumberland Region	Learmonth Park Tennis Club	12
South West Region	Leeton District Tennis Club	9
Metropolitan Region	Lindfield Tennis Club	19
North East Region	Lismore & District Tennis Association	
North East Region	Lismore Tennis Club	
Central West Region	Lithgow City Tennis Club Inc.	316
North East Region	Long Flat Tennis Club	48
Metropolitan Region	Longueville Tennis Club	368
Metropolitan Region	Love'n Deuce Pty Ltd	6,467

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North East Region	Lower Bucca Tennis Club	14
North East Region	Lower Clarence Tennis Association	146
North East Region	Macksville Tennis Club Inc.	30
Central West Region	Macquarie View Tennis Club	39
Northumberland Region	Maitland & District Tennis Association	
Northumberland Region	Maitland City Tennis Club	162
Northumberland Region	Maitland Tennis Centre	195
South East Region	Malua Bay Tennis Club	25
Metropolitan Region	Manly Lawn Tennis Club	460
Metropolitan Region	Marconi Tennis Academy	673
North East Region	Marlee Tennis & Recreation Club Inc	32
South West Region	Marrar Tennis Club	
Metropolitan Region	Marrickville & District Hardcourt Tennis Assoc.	62
Metropolitan Region	Marrickville District Lawn Tennis Club	73
Northumberland Region	Martins Creek Tennis Club	27
Metropolitan Region	Max Tennis	
Northumberland Region	Medowie Tennis Club	50
Central West Region	Mendooran Tennis Club Inc.	39
South East Region	Merimbula Tennis Club	159
Northumberland Region	Merriwa Tennis Club Inc.	8
Metropolitan Region	Michie - Private Court	
Metropolitan Region	Millers Point Community Tennis Club	16
South East Region	Milton-Ulladulla District Tennis Association Inc	309
South East Region	Minnamurra Tennis Club Inc.	
North East Region	Minnie Water - Wooli Tennis Club Inc.	22
South East Region	Mittagong Bluebirds Tennis Club	66
Metropolitan Region	Mona Vale Tennis Club	
Northumberland Region	Moonan Flat Tennis Club Inc	
North West Region	Moree Tennis Club Inc.	146
Northumberland Region	Morisset Sport & Tennis Centre	2
South East Region	Moruya Tennis Club	65
Metropolitan Region	Mosman Lawn Tennis Club	88
Metropolitan Region	Mosman Tennis Centre	
South East Region	Moss Vale Tennis Club Inc.	73
Central West Region	Mount Riverview & District Tennis Club Inc.	35
Central West Region	Mudgee District Tennis Club	325
Central West Region	Muller Park Tennis Club	19
North East Region	Mullumbimby Tennis Association	157
South West Region	Murrumbateman Tennis Club Inc	103
North East Region	Murwillumbah Tennis Club Inc	209
Northumberland Region	Muswellbrook Park Tennis Club Inc.	102
North East Region	Myall Park Tennis Club	144
North East Region	Nabiac Tennis Association Inc.	10
North East Region	Nambucca Heads Tennis Club	77
South East Region	Narooma Tennis Club	69
North West Region	Narrabri District Tennis Association Inc	
South West Region	Narrandera Tennis Club	23

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Metropolitan Region	Narraweena Junior Tennis Club	277
Metropolitan Region	Narraweena Tennis Club	47
Central West Region	Narromine Tennis Club Inc.	9
Northumberland Region	Nelson Bay Tennis Club	210
Central West Region	Nepean District Tennis Association Inc.	11,292
Northumberland Region	Newcastle & District Tennis Association Inc	2,020
Northumberland Region	Newcastle Tennis Club Inc	34
South West Region	North Albury Sacred Heart Tennis Club Inc.	26
Northumberland Region	North Arm Cove Tennis Club Incorporated	66
Metropolitan Region	North Ryde Rsl Youth Club	26
Metropolitan Region	Northbridge Tennis Club	93
Metropolitan Region	Northern Suburbs Ladies Midweek Tennis Associ	134
Metropolitan Region	Northern Suburbs Tennis Association	3,382
North West Region	Nowendoc Tennis Committee	
Metropolitan Region	NSW Catholic Lawn Tennis Association	125
Metropolitan Region	NSW Chinese Tennis Association	86
Metropolitan Region	NSW Hardcourt Tennis Association Inc	
South East Region	Oak Flats Tennis Club Inc.	80
Central West Region	Oberon Tennis Association	64
North East Region	Ocean Shores Tennis Club Inc	30
North East Region	Old Bar Tennis Club	145
Northumberland Region	Olympic Park Tennis Club	73
Central West Region	Orange Ex-Services' Tennis Club	118
Central West Region	Orange Indoor Tennis Club	189
North East Region	Orara Valley Tennis Centre	
North East Region	Pacific Palms Tennis Club	39
South East Region	Pambula Tennis Club	29
Central West Region	Paramount Tennis Club - Dubbo	128
Central West Region	Parkes Tennis Club Inc	162
Metropolitan Region	Parramatta City Tennis Inc.	466
Northumberland Region	Paterson Tennis Club	17
Metropolitan Region	Paul's Tennis Academy	611
Northumberland Region	Pearl Beach Tennis & Recreation Club	173
Central West Region	Penrith City Tennis Club	73
South East Region	Penrose Tennis Club	30
Metropolitan Region	Peter Vincent Walker Private Court	
South East Region	Picton Tennis Club	78
North East Region	Port Macquarie Tennis Club	204
North East Region	Pottsville Beach Tennis Club Inc.	82
Metropolitan Region	Queenwood School for Girls	1,234
Central West Region	Raglan & District Tennis Club	
Northumberland Region	Raworth Tennis Centre	41
Metropolitan Region	Rawson Park Tennis Centre	
Northumberland Region	Raymond Terrace & District Tennis Club	100
South West Region	Redgrave Park Tennis Club Inc	47
Metropolitan Region	Redsport Tennis Coaching	62
	Revolution Tennis	602

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North East Region	Riverside Tennis Club	19
South East Region	Robertson Tennis Club	18
Metropolitan Region	Rod Fahey Tennis School	
Metropolitan Region	Roselands - Treetops Tennis Court	28
Metropolitan Region	Roseville Lawn Tennis Club	77
	Roseville Park Tennis Club	37
Metropolitan Region	Ryde Balmain Tennis	268
Central West Region	Rylstone Tennis Club Inc.	
South West Region	San Isidore Tennis Club	37
Northumberland Region	Saratoga & District Sport & Recreation Assoc	
North East Region	Sawtell Tennis Club Inc	138
Northumberland Region	Scone Hardcourt Tennis Association	73
North East Region	Scotts Head Tennis Club	43
Metropolitan Region	Shaun Hibbert Tennis	
Metropolitan Region	Shire Tennis Academy	122
Northumberland Region	Shoal Bay Tennis Club Inc	
South East Region	Shoalhaven District Tennis Association Inc	227
Metropolitan Region	Smash Tennis	87
Metropolitan Region	Snape Park Tennis Centre	33
Northumberland Region	Soldiers Point Tennis Club	132
South East Region	South Camden Tennis Club Inc.	98
North East Region	South Grafton Tennis Club	16
North East Region	South Kempsey Tennis Club	26
Northumberland Region	South Swansea Tennis Club	20
South West Region	South Wagga Tennis Club	
Metropolitan Region	Southfields Tennis Court	28
North East Region	Sporties Tennis Club	
Central West Region	Springwood Tennis Club	247
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Constitution

Tennis New South Wales Ltd
ACN 000 011 558

As amended at the Annual General Meeting on 29 November 2016

Middletons

Melbourne Office
Ref: CEC.DTX.10014211

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Corporations Act
A Company Limited by Guarantee

CONSTITUTION
OF

TENNIS NEW SOUTH WALES LIMITED

1. Nature of the Company

- (a) The Company is a public company limited by guarantee.
- (b) The name of the Company is Tennis New South Wales Ltd.

2. Definitions and interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

Appointed Directors means Directors appointed by the Board under clause 14.3;

Association means any association comprised of 2 or more Tennis clubs (which clubs are not directly registered with the Company) located within New South Wales;

Auditor means the Company's auditor from time to time;

Board means the board of Directors of the Company;

Chief Executive Officer means the chief executive officer of the Company appointed under clause 19;

Club means a Tennis club located in New South Wales;

Company means Tennis New South Wales Ltd ACN 000 011 558;

Constitution means this constitution of the Company as amended, supplemented or replaced from time to time;

Corporations Act means the *Corporations Act 2001 (Cth)*;

Court Operator means an accredited Tennis coach, an individual or group who conducts Tennis related activities, in New South Wales;

Director means any person occupying the position of director of the Company;

Honorary Life Member means a Member elected under clause 6.7;

Independent Director means a person appointed to the position of President or Vice President and each person appointed to the position of Director under clause 14.3 that is not a Representative, employee or officer of the Company or a Member;

Member means a member of the Company;

Office means the registered office for the time being of the Company;

President means the person appointed to the position of president of the Company under clause 14.3(c)(i) ;

Register means the register of Members;

Registered Tennis Player means a Tennis player whose name appears in the Company's register of Tennis players. Tennis players may register:

- (a) directly with the Company; or
- (b) with a Member (other than an Honorary Life Member);

Related Body Corporate has the meaning given to the term in the Corporations Act;

Representative means a natural person nominated by a Member under clause 9;

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of the joint secretaries;

Special Resolution means a resolution:

- (a) of which notice as required in accordance with the Corporations Act has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution (or any other majority specified by the Corporations Act);

Tennis means the game of tennis, as regulated by the Rules of Tennis, as published by the International Tennis Federation from time to time;

Tennis Australia means Tennis Australia ACN 61 006 281 125, the governing body of Tennis in Australia";

Tennis Country means a management committee of the Company administering tennis activities in the area consisting of the six regional areas of New South Wales outside the boundaries of metropolitan Sydney;

Tennis Sydney means a management committee of the Company administering tennis activities in the metropolitan area of Sydney; and

Vice President means the person appointed to the position of vice president of the Company under clause 14.3(c)(ii).

2.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) a reference to:

- (i) any statute, ordinance, code or other law includes regulations and other statutory instruments under any of them and consolidations, amendments, re-enactments or a replacement of any of them by any government body;
 - (ii) any officer of the Company includes any person acting for the time being as such an officer; and
 - (iii) writing includes any mode of representing or reproducing words in a tangible or visible form, and includes facsimile transmission and email;
- (b) words importing:
- (i) the singular include the plural and vice versa;
 - (ii) a gender includes the other gender; and
 - (iii) natural persons include partnerships, associations and corporations;
- (c) headings do not affect the construction of this Constitution;
- (d) if a word or phrase is defined, cognate words and phrases have corresponding meanings;
- (e) an expression used in a particular Part or Division of the Corporations Act that is given by that Part or Division a special meaning for the purposes of that or any other Part or Division has, in any part of this Constitution that deals with a matter dealt with by the relevant Part or Division, the same meaning as applies in or in respect of that Part or Division; and
- (f) wherever "include" or any form of that word is used, it must be construed as if it were followed by "(without being limited to)".

2.3 Replaceable Rules

Each of the provisions of the sections or sub-sections of the Corporations Act which would but for this clause 2.3 apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company except insofar as they are repeated in this Constitution.

3. Obligation of Members

3.1 Every Member undertakes to:

- (a) Promote and further the objects, interest, influence and standing of the Company; and*
- (b) Observe and be bound by this Constitution and any applicable rules, by-laws and policies of the Company and Tennis Australia in force from time to time,*
- (c) Require its Members to be bound by all applicable rules, regulations, by-laws and policies referred to in clause 4(c), as a condition of their membership, to the best of their ability.*

3.2 By virtue of its membership with Tennis Australia, the Company agrees to adopt and abide by national by-laws and policies of Tennis Australia, as implemented and amended from time to time, including, but not limited to, the Member Protection Policy, the Anti-Doping Policy, the Disciplinary Policy and the Code of Behaviour Tournaments and Weekly Competitions. The Company, its Members and its officers are bound by each of these policies. Each Member of the Company agrees that all its members are also bound by each of these policies.

4. Objects

The objects for which the Company is established are to:

- (a) govern, promote and develop Tennis in New South Wales;
- (b) be the principal body for the governance of Tennis in New South Wales and to settle disputes relating to Tennis in New South Wales;
- (c) uphold and maintain the rules and regulations of Tennis in New South Wales;
- (d) organise, conduct and promote Tennis matches, tournaments, championships, events and activities in New South Wales;
- (e) construct, furnish and maintain any Tennis courts or other grounds, buildings or works for use in Tennis matches, tournaments, championships, events and activities in New South Wales;
- (f) assist and encourage communication between Members;
- (g) assist Members to promote and develop Tennis in New South Wales; and
- (h) do all things incidental to assisting in achieving the objects of the Company.

5. Assets and income of Company

5.1 Promotion of objects

- (a) All assets and income of the Company will be applied solely towards the promotion of the objects of the Company.
- (b) Any dealings with the assets and undertakings of the Company, other than in the ordinary course of business, must be approved by the Members.

5.2 No payments to Members

No assets or income of the Company will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Company, provided that nothing in this clause 5 will prevent the payment in good faith of remuneration to any Member of the Company in return for any services actually rendered to the Company.

6. Membership and other rights

6.1 Eligibility for Membership

The Company may admit the following as Members:

- (a) Clubs;
- (b) Associations;
- (c) Court Operators;
- (d) Honorary Life Members; and
- (e) any other person or groups of persons which conducts Tennis related activities of a kind or scale which the Board believes is sufficient to warrant membership.

6.2 Number of Members

The number of Members of the Company is unlimited.

6.3 Rights of Members

Members will have the right to attend, be heard and vote at any meetings of Members.

6.4 Different classes of Members

The Directors may from time to time allow further categories of membership of the Company.

6.5 Application for membership

- (a) Every application for membership must be lodged with the Secretary and must set out the name, address and occupation of the applicant together with a copy of the applicant's constitution or governing rules, if applicable.
- (b) Applications for membership must be made in writing on a form to be approved by the Board for that purpose and must be signed by the applicant.
- (c) The Board will consider the application and will in its absolute discretion:
 - (i) determine the admission or rejection of the applicant (and need not provide any reason for such decision); or
 - (ii) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- (d) An applicant will be admitted to membership if a majority of the Directors present and entitled to vote at the Board meeting vote by resolution to admit the applicant.
- (e) If the Directors reject an application for membership, the Secretary must as soon as practicable, notify the applicant in writing that the application has been rejected.
- (f) If the Directors approve an application for membership, the Secretary must, as soon as practicable:
 - (i) notify the applicant in writing of approval for membership; and
 - (ii) request payment of the applicant's entrance fee and first annual subscription (if any) due under clause 6.6.
- (g) The Secretary must, within 30 days after receipt of the amounts referred to in clause 6.6 (or if no amounts are payable under clause 6.6, within 30 days after notification under clause 6.5(f)(i), enter the applicant's name on the register of Members.
- (h) If an amount due under clause 6.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel the acceptance of the applicant for membership.

6.6 Entrance fee and annual subscription

- (a) The entrance fee and annual subscription payable by each Member (other than an Honorary Life Member) (if any) will be determined by the Board from time to time and may vary for each different class of Member (other than an Honorary Life Member).

- (b) All annual subscriptions will be due and payable at the times determined by the Board from time to time.
- (c) If a Member's (other than an Honorary Life Member) annual subscription remains unpaid for a period of 30 days after it falls due then the Member (other than an Honorary Life Member) will be sent a notice from the Secretary (**Notice**) requiring payment of the outstanding subscription within a period of 60 days after the Notice. If the subscription remains unpaid at the expiry of that 60 day period then the Member (other than an Honorary Life Member) will at that time automatically and without further notice cease to be a Member.

6.7 Honorary Life Members

The Board may recommend that any person who has in its opinion rendered long and distinguished service to the Company be granted the title of Honorary Life Member. The Company may in, general meeting, grant Honorary Life Membership to any such person upon receiving the relevant recommendation from the Board.

6.8 No transfer of membership

A right, privilege or obligation of a person by reason of membership of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership of the Company.

6.9 Register of Members

The Secretary will cause to be entered into the Register the name, address and voting entitlements of each Member, as supplied by the Member on their application for membership (or as granted by the rights attaching to their membership) and the Secretary must update the Register as and when required, in order to reflect changes to Members' details.

6.10 Cessation of membership

A Member will cease to be a Member:

- (a) if the Member resigns from the Company by giving at least 30 days' notice in writing to the Secretary;
- (b) if the Member ceases to satisfy all requirements for their respective category of membership;
- (c) if a liquidator is appointed in connection with the winding up of the Member;
- (d) if a receiver, receiver and manager, official manager, trustee, administrator, other controller or similar official is appointed, or steps are taken for such appointment over the assets of the Member; or
- (e) if an order is made by a Court for the winding up or deregistration of the Member.

6.11 No claim against the Company

A Member whose membership ceases does not have any claim against the Company or the Directors for damages or otherwise.

7. Contribution of Members

- (a) The liability of Members of the Company is limited.
- (b) Every Member undertakes to contribute to the assets of the Company, in the event of the Company being wound up while they are a Member or within 1 year after they cease to be a Member, for the payment of debts and liabilities of the Company incurred before the time at which the Member ceased to be a Member and for the costs, charges and expenses of winding up and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding \$20.00.

8. Powers of attorney

- (a) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for notation.
- (b) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- (c) The Company may ask for whatever evidence it thinks appropriate to satisfy itself that the power of attorney is effective and continues to be in force.

9. Representatives

- (a) A Member that is not a natural person may by written notice to the Secretary:
 - (i) appoint a natural person to act as its Representative in all matters as permitted by the Corporations Act; and
 - (ii) remove a Representative.
- (b) A Representative is entitled to:
 - (i) exercise at a general meeting all the powers which the Member which appointed them could exercise if it were a natural person; and
 - (ii) be counted towards a quorum on the basis that the relevant Member is to be considered personally present at a general meeting by its Representative;
- (c) A Representative may be nominated as a Director.
- (d) A certificate executed in accordance with the Corporations Act is rebuttable evidence of the appointment or of the termination of the appointment (as appropriate) of the Representative.
- (e) If written notice of the appointment of a Representative has not been received under clause 9(a), the Chairperson of a general meeting may allow a Representative to vote on the condition that they subsequently establish their status as a Representative within a period prescribed by and to the satisfaction of the Chairperson of the general meeting.
- (f) The appointment of a Representative may set out restrictions on the Representative's powers.

10. General meetings

10.1 Annual general meeting

The Company must hold an annual general meeting in accordance with the Corporations Act.

10.2 Power to convene general meeting

The Directors may, whenever they think fit, convene a general meeting of the Members. The Directors must convene a general meeting at the request of 5% or more of the Members.

10.3 Notice period

- (a) Subject to the Corporations Act and clause 10.3(b), the Company must give at least 21 days notice of general meetings (including annual general meetings).
- (b) The Company may call, on shorter notice than that specified in clause 10.3(a):
 - (i) an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree prior to the annual general meeting; and
 - (ii) any other general meeting, if Members holding at least 95% of the votes that may be cast at the general meeting agree prior to the general meeting.

10.4 Notice of general meetings

Written notice of a general meeting must be given as provided in this Constitution to:

- (a) every Member;
- (b) every Director; and
- (c) the Auditor (if any).

10.5 Content of notice of general meetings

A notice of a general meeting must:

- (a) specify the place, date and time for the meeting;
- (b) state the general nature of the business to be transacted at the meeting;
- (c) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and
- (d) contain a statement of:
 - (i) each Member's right to appoint a proxy; and
 - (ii) the fact that a proxy need not be a Member of the Company.

10.6 Content of notice of annual general meeting

The notice of an annual general meeting must state that the business to be transacted at the meeting includes:

- (a) the consideration of the financial statements and the reports of the Directors and Auditor (if any);
- (b) the election of Directors and other officers in place of those retiring; and
- (c) any other business which, under this Constitution or the Corporations Act, is required to be transacted at an annual general meeting.

10.7 Nature of business

All business that is transacted at a general meeting will be special, with the exception of:

- (a) the receipt of the accounts, balance sheets, and the reports of the Directors and Auditors; and
- (b) the election of the Directors and Auditors (if any).

10.8 Notice of adjourned meeting

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 30 days or more.

10.9 Failure to give notice

Any resolution passed at a meeting is not invalidated by:

- (a) the accidental omission to give notice of a meeting to any Member or non-receipt of that notice by a Member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

10.10 Directors' right to attend

Each Director is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting.

11. Proceedings at general meetings

11.1 Use of technology

The Company may hold a meeting at 2 or more venues using any technology that gives Members a reasonable opportunity to participate.

11.2 Quorum

- (a) Except as otherwise provided in this Constitution, the quorum for a general meeting of the Company is at least 15 Members, present in person or by Representative, proxy or attorney and the quorum must be present at all times during the meeting.
- (b) No business will be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (c) For the purpose of determining whether a quorum is present each person attending as a Representative is deemed to be a Member.

11.3 Effect of no quorum

If a quorum of the Company's Members is not present within half an hour after the time appointed for the meeting in the notice:

- (a) if the meeting was convened on the requisition of Members, the meeting must be dissolved; or
- (b) in any other case:
 - (i) the meeting will be adjourned to the same time and place in the next week, or if this is unacceptable, to a day, time and place that the Directors specify, except that if the meeting is adjourned for 30 days or more, notice of the resumed meeting must be given; and
 - (ii) if at such adjourned meeting the quorum is not present, those Members who are present shall be the quorum and may transact the business for which the meeting was called.

11.4 Chairperson

- (a) Meetings of the Members will be chaired by the President or in the President's absence, the Vice President.
- (b) If the President (or Vice President, as the case may be) is not present within 15 minutes after the time appointed for the relevant meeting, or if the office of President and Vice President are both vacant, then (for that meeting only):
 - (i) a Director present at the meeting who is chosen by a majority of Members present; or
 - (ii) if there is no Director present or willing to take the chair, a Member or Member's Representative, attorney or proxy present at the meeting who is chosen by a majority of the Members present, will chair the meeting.
- (c) If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question, and the chairperson's decision is final.

12. Voting at general meetings

12.1 Voting

- (a) A resolution put to the vote at a general meeting must be decided on a show of hands of Members unless a poll is demanded.
- (b) Before a vote is taken, the chairperson must inform the general meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) On a show of hands, a declaration by the chairperson of the meeting is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against the resolution.

12.2 Voting rights

Whether on a show of hands or on a poll:

- (a) each Member (other than an Honorary Life Member) has that number of votes as is equal to the number of Registered Tennis Players who were registered with the Company by the relevant Member as at the 30 June falling within the 12 months preceding the date of the general meeting (as recorded in the Register);
- (b) each **Honorary** Life Member has one vote; and
- (c) each Member entitled to vote may vote in person or by proxy, attorney or Representative.

12.3 Voting by poll

- (a) A poll may be demanded by:
 - (i) the Chairperson; or
 - (ii) any Member present (by proxy, attorney or Representative) and entitled to vote on the resolution; or
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it must be taken in such manner and, subject to clause 12.3(e), either immediately or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- (f) The demand for a poll does not prevent a meeting continuing for the transaction of any business other than the question on which a poll has been demanded.

12.4 Casting vote of chair

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded has a casting vote.

12.5 Objection to qualification of a voter and votes counted in error

- (a) An objection to a person's right to vote at a general meeting:
 - (i) may only be raised at a general meeting or adjourned meeting at which the vote objected to is given or tendered; and
 - (ii) must be determined by the chairperson of the meeting, whose decision is final.
- (b) If any vote is counted at a general meeting which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- (i) detected at the same meeting; and
 - (ii) of sufficient magnitude, in the opinion of the chairperson, as to invalidate the resolution.
- (c) A vote allowed despite an objection referred to in clause 12.5(a) or being detected under clause 12.5(b)(i) is valid for all purposes.

13. Proxies

13.1 Who can appoint a proxy

A Member who is entitled to attend and vote at a general meeting may appoint a person as that Member's proxy to attend and vote for that Member at a meeting of the Company. A proxy need not be a Member of the Company.

13.2 Execution and form of proxies

An instrument appointing a proxy:

- (a) may be contained in a facsimile or email attachment;
- (b) must be in writing under seal or signed by an officer or attorney duly authorised;
- (c) may specify the manner in which the proxy is to exercise their vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (d) is deemed to confer authority to demand or join in demanding a poll; and
- (e) must (except in the case of proxies appointed under power of attorney), as nearly as the circumstances permit, be in the form set out in the schedule or in such other form as the Directors prescribe.

13.3 Member's attorney

A Member may appoint an attorney to act, or to appoint a proxy to act, at a general meeting. If the appointor is an individual, the power of attorney must be signed in the presence of at least 1 witness.

13.4 Lodgement of proxies and powers of attorney

- (a) If a Member appoints a proxy or an attorney, the following documents must be given to the Company at the Office or at the place specified for the purpose in the notice calling the general meeting:
 - (i) the proxy's appointment;
 - (ii) if the appointment is signed by the appointor's attorney, the authority under which the form was signed or a certified copy of the authority; and
 - (iii) in the case of an attorney, the power of attorney or a certified copy of it.
- (b) The appointment of a proxy or an attorney is valid for a meeting if the appointment and any authority are given to the Company at least 48 hours before the general meeting at which the proxy is to be used.

13.5 Validity of proxy vote

A vote cast in accordance with the terms of an instrument of proxy or of a power of attorney is valid if no notice in writing of:

- (a) the previous death of the appointing Member;
- (b) the mental incapacity of the appointing Member;
- (c) the revocation of the proxy's appointment; or
- (d) the revocation of the authority under which the proxy was appointed,

has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or exercised.

14. Board

14.1 Number and appointment of Directors

- (a) The number of Directors of the Company will be no less than 7 and no more than 10 and comprise of the following::
 - (i) Seven (7) Directors elected in accordance with clause 14.2 ("**Elected Directors**"); and
 - (ii) Up to three (3) Directors appointed by the Board under clause 14.3 ("**Appointed Directors**").

14.2 Elected Directors

- (a) The Elected Directors must be comprised of:
 - (i) two Directors from nominations proposed by a Club or Association located in the metropolitan area of Sydney ("**Sydney Nomination**");
 - (ii) two Directors from nominations proposed by a Club or Association located in any six regional areas of New South Wales outside the boundaries of metropolitan Sydney ("**Country Nomination**");
 - (iii) one Director from nominations proposed by Court Operators ("**Court Operator Nomination**"); and
 - (iv) two Directors from nominations proposed by any Club, Association or Court Operator ("**Miscellaneous Nomination**").

14.3 Appointed Directors

- (a) The Board, by majority resolution, may appoint up to 3 Independent Directors to complement the skills of the Member elected Board.
- (b) Any Director appointed under Clause 14.3 will be appointed for a period to be determined by the Board not exceeding three years and at the end of that period they will be eligible for reappointment by the Board.
- (c) At or before the first Board meeting following each annual general meeting:

- (i) if there is a vacancy in the position of President, the Board will appoint one of the Elected Directors to the position of President for a period to be determined by the Board not exceeding three years and at the end of that period they will be eligible for reappointment to the position of President by the Board (but subject to the other provisions of this Constitution); and
- (ii) if there is a vacancy in the position of Vice President, the Board will appoint one of the Directors to the position of Vice President for a period to be determined by the Board not exceeding three years and at the end of that period they will be eligible for reappointment to the position of Vice President by the Board (but subject to the other provisions of this Constitution).

14.4 President and Vice President

- (a) If either the President or Vice President cease to be a Director, he or she will immediately cease to hold office as President or a Vice President (as the case may be).
- (b) The Board may remove the President from the role of President, or remove the Vice President from the role of Vice President, before the expiry of his or her term (as the case may be), however he or she may remain as a Director (subject to the other provisions of this Constitution).
- (c) If the President resigns as President, he or she may remain as a Director (subject to the other provisions of this Constitution).
- (d) If the Vice President resigns as Vice President, he or she may remain as a Director (subject to the other provisions of this Constitution).
- (e) The Director appointed to the position of President shall within 14 days of such appointment retire from any position held as a Representative, employee or officer of the Company or a Member.
- (f) If the Director appointed to the position of Vice President is an Elected Director, that Director shall within 14 days of such appointment retire from any position held as a Representative, employee or officer of the Company or a Member.

14.5 Nomination of Directors

- (a) Subject to the Corporations Act 2001 (Cth) and this Constitution, a person will be eligible for nomination as an Elected Director provided that a written nomination signed by two Members, together with the person's consent in writing to their appointment, is received by the Secretary at least 45 days prior to the date fixed for the holding of the annual general meeting.
- (b) A person may only nominate for one category of Elected Director (as set out in clause 14.2(a) of this Constitution) at an annual general meeting.

14.6 Term of Office

- (a) Subject to this clause 14.6 and clause 14.7, all Directors appointed at or after the 2017 annual general meeting shall hold office for a term of 3 years.
- (b) Directors appointed under clause 14.3 shall hold office for a term determined by the Board up to a maximum of 3 years.

- (c) Subject to clauses 14.6(f) and (g) one of the Directors appointed under clause 14.2(a)(i) at the 2017 annual general meeting shall hold office for a term of 3 years and the other will hold office for a term of 2 years.
- (d) Subject to clauses 14.6(f) and (g), one of the Directors appointed under clause 14.2(a)(ii) at the 2017 annual general meeting shall hold office for a term of 3 years and the other will hold office for a term of 2 years.
- (e) If a Director has served 9 or more consecutive years in office immediately prior to their retirement (including any period prior to the adoption of this Constitution), that person will be eligible to be appointed as Director, but only for a term of 1 year.
- (f) For the purposes of determining the term of office for each of the directors appointed under clause 14.2(a)(i) and clause 14.2(a)(ii), the Director which has been longest serving in office shall hold office following the annual general meeting in 2017 for a term of 2 years and the other Director appointed under each of clause 14.2(a)(i) and clause 14.2(a)(ii) shall hold office for a term of 3 years.
- (g) As between Directors appointed under clause 14.2(a)(i) and Clause 14.2(a)(ii) that have been in office an equal length of time, the Director to hold office for the term of 3 years shall be determined by lot in a manner deemed appropriate by the President.

14.7 Appointment to fill casual vacancy

- (a) The Board may at any time appoint any person to be a Director to fill a casual vacancy.
- (b) The Board may expressly resolve not to fill a casual vacancy.
- (c) Any Director appointed to fill a casual vacancy will hold office only until the end of the term of the vacating Director but will be eligible to stand for re-election.

14.8 Removal of Directors

The Members may remove any Director from office in accordance with the Corporations Act and appoint another person as a Director instead.

14.9 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director immediately becomes vacant if the Director:

- (a) ceases to be a Director by virtue of this Constitution;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) is prohibited from being a Director by reason of any order made under the Corporations Act;
- (d) becomes physically or mentally incapable of performing the Director's duties (in the opinion of all other Directors);
- (e) resigns by written notice to the Company; or
- (f) is absent from Directors meetings without the consent of the other Directors for three (3) successive meetings.

15. Powers and duties of Directors

15.1 General management power

Subject to the Corporations Act, this Constitution and any resolution of the Company, the Directors:

- (a) will manage the governance of the Company; and
- (b) may exercise all such powers of the Company that are not, by the Corporations Act or this Constitution, required to be exercised by the Company in general meeting, provided that:
 - (i) no resolution of the Company in general meeting will invalidate any prior act of the Directors which would have been valid if such a resolution had not been made; and
 - (ii) any sale or disposal by the Directors of the Company's main undertaking or a substantial proportion of its assets will be subject to prior approval by the Company in general meeting.

15.2 Attorneys

- (a) The Directors may appoint any person or persons to be the attorney or attorneys of the Company with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- (b) Any such power of attorney may contain provisions for the protection and convenience of persons dealing with the attorney and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

15.3 Power to borrow and give security

Without limiting clause 15.1, the Directors may exercise all of the Company's powers to borrow money (with or without giving security for it), charge any property or business or give any other security for a debt, liability or obligation of the Company.

15.4 Director may act in professional capacity

- (a) Subject to the Corporations Act and clause 15.4(b), any Director (or the Director's firm) may act in a professional capacity for the Company and the Director (or the Director's firm) is entitled to remuneration for professional services as if the Director were not a Director.
- (b) A Director (or the Director's firm) must not act as the Company's auditor.

15.5 Disciplinary powers of the Board

(a) If any at any time a Member:

(i) wilfully refuses or neglects to comply with the provisions of this Constitution;
or

(ii) is guilty of any conduct has acted in a manner which in the opinion of the Board;

(A) brings the sport of tennis into disrepute;

(B) is unbecoming of a Member; or

(C) is prejudicial to the interests or image of the Company or the sport of tennis,

the Board will have the power by resolution to suspend, expel, renounce, censure and/or fine the Member.

(b) Any action taken by the Board under clause 15.5(a) is effective only after the Member has been given 2130 days notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

15.6 Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Directors;
- (b) for any goods or services provided to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the goods or services has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the goods or services; and
- (c) relating to an indemnity in favour of the Director and permitted by the relevant section of the Corporations Act or a contract of insurance permitted by the relevant section of the Corporations Act.

16. Proceedings of Directors

16.1 Directors meetings

- (a) The Directors must meet as many times as necessary, but not less than six (6) times per year and may regulate their meetings as they think fit.
- (b) A Director may, and the Secretary must if required by a Director, convene a Directors' meeting.

16.2 Circulating resolutions

- (a) Subject to clauses 16.2(b) and 16.2(d) and the provisions of Section 248A of Corporations Act 2001 (Cth) as amended, the Directors may pass a resolution without a Directors' meeting being held if the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document (or otherwise express their written approval in favour of the resolution) within 24 hours after such document or proposed resolution is issued.
- (b) If the proposed resolution is accompanied by a statement specifying that Directors cannot approve the resolution until after a specified period for any discussion on the proposed resolution (**Discussion Period**), any approval given within the Discussion Period will be disregarded.

- (c) Identical copies of the document may be distributed for signing by different Directors and taken together will constitute one and the same document.
- (d) If the resolution has not been passed within 21 days after the day on which it was first received by a Director, the circular resolution will lapse and will be deemed not to have been passed, even if subsequently signed by a majority of Directors entitled to vote on the resolution.

16.3 Telephone and other meetings

Without limiting the power of the Directors to regulate their meetings as they think fit, a meeting of Directors or committee of Directors may be held where 1 or more of the Directors is not physically present at the meeting, provided that:

- (a) all Directors consent to the calling and the holding of the meeting by means of telephone or other form of communication;
- (b) all Directors participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;
- (c) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the Directors;
- (d) in the event that a failure in communications prevents clause 16.3(b) from being satisfied by that number of Directors which constitutes a quorum, then the meeting will be suspended until clause 16.3(b) is satisfied again. If clause 16.3(b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
- (e) any meeting held where 1 or more of the Directors is not physically present will be deemed to be held at the location specified in the notice of meeting provided a Director is present at that location. If no Director is present at the location specified, the meeting will be deemed to be held at the location where the Chairperson of the meeting is located.

16.4 Directors resolutions

- (a) At a meeting of Directors each Director present and entitled to vote may cast one vote on each proposed resolution.
- (b) Subject to this Constitution, a resolution of the Directors is to be decided by a majority of the votes of Directors present and entitled to vote on the resolution.
- (c) In case of an equality of votes, the Chairperson of the meeting has a casting vote.

16.5 Minutes

The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

16.6 Director's personal interests

If a Director has a material personal interest in a matter that relates to the affairs of the Company (other than an interest that does not have to be disclosed under the Corporations Act) and the Director discloses the nature and extent of the interest and its relation to the affairs of the Company to the other Directors, in accordance with the Corporations Act, then the Director must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

16.7 Quorum

- (a) At a meeting of Directors properly convened, the number of Directors whose presence is necessary to constitute a quorum is a majority of Directors in office at the relevant time.
- (b) If the office of a Director becomes vacant, the remaining Directors may act but, if the total number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or for the purpose of convening a general meeting of the Company.

16.8 Alternate Directors

No Director is entitled to appoint an Alternate Director to act in his place.

16.9 Chairperson

Meetings of the Directors will be chaired by:

- (a) the President, or in the President's absence, the Vice President.; or
- (b) if neither the President nor the Vice President are present within 15 minutes after the time appointed for the relevant meeting, or if the office of President and Vice President are vacant, then (until the President or Vice President is present or appointed pursuant to the terms of this Constitution) a Director present at that meeting who is chosen by the majority of Directors present.

16.10 Delegation to Committees

- (a) The Directors may delegate any of their powers to a committee or committees appointed by the Board. The standing committees of the Company will include:
 - (i) the Audit and Risk committee;
 - (ii) the Remuneration committee;
 - (iii) Tennis Country; and
 - (iv) Tennis Sydney.

- (b) A committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if it had been exercised by the Directors.
- (c) The Board will elect the chairperson of each committee.
- (d) Where a meeting of a committee is held and:
 - (i) a chairperson of the committee has not already been elected to chair that meeting under clause 16.10(c); or
 - (ii) the previously elected chairperson of the committee is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members present may elect one of their number to be chairperson of the meeting.
- (e) A committee may meet and adjourn as it thinks fit unless otherwise directed by the Directors.
- (f) A quorum for committee meetings will be a majority of committee members of the relevant committee at the relevant time.
- (g) Questions arising at a meeting of a committee must be determined by a majority of votes of the members present and entitled to vote.
- (h) In the case of an equality of votes, the chairperson does not have a casting vote.

16.11 Acts of Directors valid despite defective appointment

Any act done at any meeting of the Directors or of a committee of Directors by any person acting as a Director is, although it is later discovered that there was some defect in the appointment of any such Director or that the Director was disqualified, is valid as if the Director had been duly appointed and was qualified to be a Director or to be a member of the committee.

16.12 Board confidentiality

Business proceedings at Board and committee meetings are confidential to the Company and are not to be disclosed except as specifically authorised by the Board or required by law or where such information has been officially released as a public record.

17. By laws and policies

The Directors have the power to make, repeal and amend:

- (a) by-laws which in their opinion are necessary or desirable to regulate and manage the affairs and the establishment and conduct of the Company and its committees; and
- (b) policies in relation to the proper management, administration and progress of Tennis in New South Wales,

provided that such by-laws and policies are consistent with this Constitution.

18. Secretary

A Secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine, and need not be a Member.

19. Chief Executive Officer

- (a) The Chief Executive Officer of the Company will be appointed by the Directors for a term and at remuneration and on conditions determined by them.
- (b) The Chief Executive Officer is entitled to attend and be heard on any matter at all Directors' and general meetings, but is not entitled to vote.
- (c) The Chief Executive Officer must ensure notices, agendas and minutes for all Board meetings and Members' meetings are prepared and distributed as required.
- (d) Subject to the Corporations Act, this Constitution and the delegations of the Board, the Chief Executive Officer has the power to perform such things as are necessary or desirable for the proper management of the Company.
- (e) Any prior act of the Chief Executive Officer will not be invalidated by a resolution of the Board.
- (f) Subject to the delegations of the Board and the approved budget, the Chief Executive Officer may employ such personnel as deemed necessary for the continued operations of the Company.
- (g) The Chief Executive Officer must provide regular reports to the Board on all Company activities.
- (h) The Directors may, subject to the terms of the Chief Executive Officer's employment contract, suspend, remove or dismiss the Chief Executive Officer.

20. Execution of documents

20.1 Use of seal optional

Except where required by the Corporations Act, the Company need not have or use the common seal to execute documents or deeds. The Directors may resolve whether or not the Company is to have or use a common seal.

20.2 Execution without the seal

The Company may validly execute a document (including a deed) without using the common seal if the document is signed by a Director and countersigned by another Director, Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

20.3 Execution using the seal

The Company may validly execute a document (including a deed) by fixing the common seal to the document and the fixing being witnessed by a Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

20.4 Execution by authorised persons

Clauses 20.2 and 20.3 do not limit the ability of the Directors to authorise a Director, or other person who is not an officer of the Company, to execute a document for and on behalf of the Company.

21. Inspection of records

A Member does not have the right to inspect any document of the Company except as provided by the Corporations Act or authorised by the Directors or by the Company in general meeting.

22. Notices

22.1 Notices in writing

Any notice given by the Company to any Member must be:

- (a) in writing, legible and in English; and
- (b) signed by an officer of the Company or in any way authorised by the Board.

22.2 Service

The Company must give a notice to any Member by:

- (a) serving it on the Member personally;
- (b) sending it by post to the Member's address as shown in the Register or an alternative address (if any) supplied by the Member to the Company for the purpose of giving notices;
- (c) sending it by facsimile to the facsimile number (if any) nominated by the Member; or
- (d) sending it by email to the email address (if any) nominated by the Member.

22.3 Deemed receipt

A notice is deemed to be duly given or made in the case of:

- (a) delivery in person, when delivered;
- (b) delivery by post:
 - (i) in Australia to an Australian address, on the third day after posting; or
 - (ii) in any other case, on the tenth day after posting; or
- (c) delivery by facsimile, on a transmission report being printed by the Company's facsimile machine stating that the document has been sent to the Member's facsimile number,

but if delivery is not made before 5.00 pm on a day it will be deemed to be received at 9.00 am on the next day.

23. Audit and accounts

23.1 Company must keep accounts

The Board must cause the Chief Executive Officer and the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the Company's auditor to inspect those records at all reasonable times.

23.2 Audit

The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report.

23.3 Financial reporting

The Board must cause the Company to prepare a financial report and a Director's report that comply with the Corporations Act and must report to the Members in accordance with the Corporations Act no later than the deadline set by the Corporations Act.

23.4 Conclusive reports

Audited financial reports tabled before the Company in general meetings are conclusive except as regards errors notified to the Company within 3 months after the relevant general meeting. If the Company receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

24. Winding up

If upon the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same will not be paid to or distributed among the Members of the Company but will be given or transferred to some other institution or institutions, organisation or organisations having objects similar to the objects of the Company, and which prohibits the distribution of its income and property amongst its Members, to an extent at least as great as imposed on the Company under or by virtue of clause 5 and determined by a Special Resolution of Members passed at a general meeting or in default thereof by such judge of the Supreme Court of New South Wales as may have or acquires jurisdiction in the matter.

25. Indemnity

25.1 Interpretation

In this clause 25:

- (a) **proceedings** means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act in their capacity as an officer of the Company (including proceedings alleging that they were guilty of negligence, default, breach of trust or breach of duty in relation to the Company); and

- (b) **officer** has the meaning given to that term in section 9 of the Corporations Act.

25.2 Scope of indemnity

In addition to any other indemnity provided to an officer of the Company in accordance with the Corporations Act, and to the extent permitted by the Corporations Act:

- (a) every officer of the Company will be indemnified out of the assets of the Company against any liability incurred by them in relation to the execution of their office;
- (b) no officer of the Company is liable for any loss or damage incurred by the Company in relation to the execution of his or her office;
- (c) every officer of the Company will be indemnified out of the assets of the Company against any liability which he or she incurs:
 - (i) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the officer or in which the officer is acquitted; and
 - (ii) in connection with any application, in relation to any such proceedings, in which relief is granted under the Corporations Act to the officer by the Court; and
- (d) every officer of the Company will be indemnified out of the assets of the Company against any liability to another person (other than the Company or a Related Body Corporate) where the liability is incurred by the officer in their capacity as an officer of the Company, provided that this indemnity will not apply where the liability arises out of conduct involving a lack of good faith.

25.3 Insurance

In addition to the payment of any other insurance premium by the Company in accordance with the Corporations Act, and to the extent permitted by the Corporations Act, the Company may pay the premium in respect of a contract insuring an officer of the Company against a liability:

- (a) incurred by the officer of the Company in his or her capacity as officer, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Corporations Act; or
- (b) for costs and expenses incurred by that officer of the Company in defending proceedings, whatever their outcome.

26. Variation or amendment of Constitution

This Constitution may be varied or amended from time to time in accordance with the Corporations Act.

Schedule

Proxy form
Tennis New South Wales Ltd
General meeting
[date]

I,

of

being a Member of the Company appoint

of

or if no person is named, the chairperson of the general meeting as my proxy to vote and act for me and on my behalf at the general meeting of members of the Company to be held on *[date]* and any other day to which that general meeting is adjourned or postponed.

My proxy is authorised to exercise my voting rights and I direct my proxy to vote in the following manner:

No	Resolution <i>[list in sequence of ordinary and special business]</i>	For	Against	Abstain

If you have appointed the chairperson as your proxy and you do not wish to direct the chairperson how to vote, please place a mark in the box (below).

☐ By marking this box, you acknowledge that the Chairperson may exercise your proxy even if they have an interest in the outcome of the resolution and votes cast by the chairperson other than as proxy holder will be disregarded because of that interest.

The chairperson intends to vote in favour of/against the resolutions *[insert details]*.

.....

Dated

.....

Signed

Signature of Member (note if the Member is a company, the proxy form should be signed in accordance with the Member company's constitution and with the *Corporations Act 2001 (Cth)*.)